0045151



ACCOUNT NO. : 07210000032

REFERENCE: 806780 9652A

COST LIMIT : \$ 122.50

ORDER DATE: May 5, 1998

ORDER TIME: 1:37 PM

ORDER NO. : 806780-010

CUSTOMER NO: 9652A

CUSTOMER: Angelo P. Demos, Esq

ANGELO P. DEMOS, ESQ

Suite 1700

1101 Brickell Avenue

Miami, FL 33131

200002511982--5

DOMESTIC FILING

NAME:

ZEUS ONE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

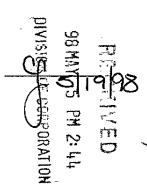
XX CERTIFIED COPY PLAIN STAMPED COPY

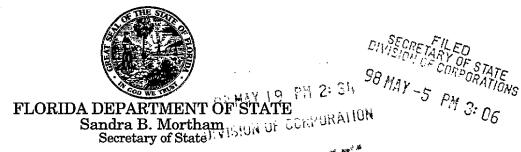
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

W98-10132





May 5, 1998

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: ZEUS ONE, INC. Ref. Number: W98000010132



Letter Number: 798A00024696

We have received your document for ZEUS ONE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

ARTICLES' OF INCORPORATION

SECRETARY OF STATE DIVISION OF CONFORATIONS

98 MAY -5 PM 3: C6

OF

ZEUS RAHI ONE, INC.

ARTICLE I - NAME

The name of this corporation shall be: ZEUS RAHI ONE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common (\$5.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal address and registered office address of this corporation is 4000 Alton Road Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is SAVVAS VAN VOUTSINAS.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have no less than one and no more than three (3) directors. The business of the corporation shall be managed by

the stockholders of the corporation. The name of the initial director, President and Secretary-Treasurer of this corporation and his street address is:

SAVVAS VAN VOUTSINAS 4000 Alton Road Miami Beach, FL 33140

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or agent, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - AMENDMENT

The stockholders have the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the issued and outstanding shares of the stock of the corporation.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is: SAVVAS VAN VOUTSINAS 4000 Alton Road Miami Beach, FL 33140

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30 day of April

> SAVVAS VAN VOUTSINAS

STATE OF FLORIDA) COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 50 day of 700 by VAN SAVAS VOUTSINAS who by VAN SAVAS VOUTSINAS who produced personally known me orwho as identification.

MY COMMISSION EXPIRES:

NOTARY BUBLIC, STATE OF FLORIDA

AT LARGE

OFFICIAL NOTARY SEAL ANGELO P DEMOS COMMISSION NUMBER CC671755 MY COMMISSION EXPIRES AUG. 17,2001

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VAN SAVAS VOUTSINAS

SION OF CORPORAL

corp\zeus